

**AGENDA**  
**CORPORATIONS COMMITTEE**

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**Pillsbury Winthrop Shaw Pittman**  
**Friday, July 8, 2005**  
**9:30 a.m. to 12:30 p.m.**

**I. ADMINISTRATIVE MATTERS [5 min.]**

1. Opening remarks and announcements: Fotenos/McAllister
2. Approval of minutes: Barwick/Serepca

**II. AGENCY AND LIAISONS' REPORTS [45 min.]**

3. Securities and Exchange Commission: Tyson
4. NASD: Webber
5. Department of Corporations: LeBas
6. Secretary of State: Bogart
7. Office of Governmental Affairs: Doyle
8. BLS Committee liaison reports
  - Corporate Law Departments: Sawyers
  - Cyberspace Law: Serepca
  - Financial Institutions: Sostrin
  - Non-Profit Corporations: Delfino
  - Partnerships and LLCs: Deming
  - UCC: Hong
  - Executive Committee: Caplan

**III. SUBCOMMITTEE REPORTS [45 min.]**

1. Legislation: Stokdyk
  - AB 241 (mergers; certificate of satisfaction)
  - AB 1513 (spot bill for DoC)
  - SB 119 (unanimous written consent; interested directors)
  - SB 627 (usury; §25118)

ALPs:

- (a) Technical Amendments
- (b) Substantive Amendments

2. Communications/Website: Hsu, Sostrin
  - Extranet
  - Website – Practitioners Corner Page
3. Education/Publications: Shugart/Weakley

**IV. 2004-2005 AGENDA: STATUS [75 min.]**

1. Opinions Report—publication status: Fotenos
2. Handbook for Incorporating a Business in California—status of review re new work, copyright assignments and finalization: Shugart/Weakley
3. Uniform Securities Act Report: Hiraide
4. Close Corporation Model Act adoption: Serepca
5. BLN article re 3(a)(10)—publication update: Wood
6. Commentary and annotations to National Venture Capital Association Model Forms: Skinner

**V. OTHER BUSINESS [15 min.]**

1. ABA Resolutions: Hazen
2. Vantage Point vs. Examen Casenote: Deming
3. Looking Forward: Fotenos/McAllister